

Exhibit 2

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
: (Jointly Administered)
Debtors :
-----X

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF Victoria, Australia)
) ss:
COUNTY OF Melbourne)

Graham Leslie Cowin, being duly sworn, deposes and says:

1. I am a principal of PHILLIPS ORMONDE & FITZPATRICK ("PO&F") which firm maintains offices at 367 Collins Street, Melbourne, Victoria 3000, Australia.

2. Neither I, "PO&F", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.

3. "PO&F", has represented and advised the Debtors in Australia with respect to a broad range of aspects of the Debtors' businesses.

4. The Debtors have requested, and "PO&F" has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and "PO&F" proposes, to render the following services to the Debtors:

Patent and Trade Mark Attorney services.

5. "PO&F"'s current fees arrangement is based on a Scale of Charges and includes an hourly charge rate for professional services rendered.



6. Except as set forth herein, no promises have been received by "PO&F" or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

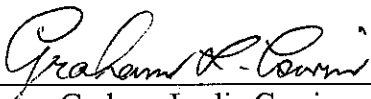
7. "PO&F" has no agreement with any entity to share with such entity any compensation received by "PO&F".

8. "PO&F" and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. "PO&F" does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, "PO&F", nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which "PO&F" is to be engaged.

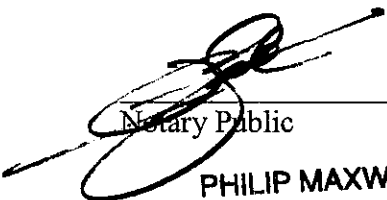
10. The foregoing constitutes the statement of "PO&F" pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

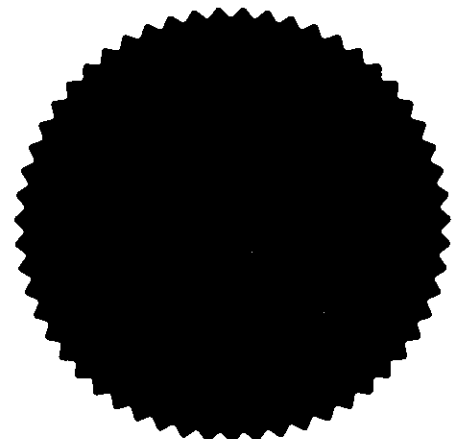


Graham Leslie Cowin

Subscribed and sworn before me
this 23rd day of March, 2006



Notary Public
PHILIP MAXWELL EARLE
NOTARY PUBLIC
MELBOURNE
AUSTRALIA



CERTIFICATE OF SERVICE

Graham Leslie Cowin, a principal of Phillips Ormonde & Fitzpatrick of 367 Collins Street, Melbourne, Victoria 3000, Australia, hereby certifies that on 24 March 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy Michigan 48098
UNITED STATES OF AMERICA

Latham & Watkins
Attention: Mark A Broude, Esq
885 Third Avenue
New York New York 10022
UNITED STATES OF AMERICA

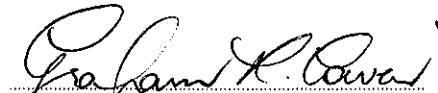
Skadden Arps Slate Meagher & Flom
Attention: John W Butler, Jr, Esq
333 West Wacker Drive
Suite 2100
Chicago Illinois 60606
UNITED STATES OF AMERICA

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq
425 Lexington Avenue
New York New York 10017
UNITED STATES OF AMERICA

United States Trustee
Attention: Alicia M Leonhard, Esq
33 Whitehall Street
Suite 2100
New York New York 10044
UNITED STATES OF AMERICA

Davis Polk & Wardwell
Attention: Marlane Melican, Esq
450 Lexington Avenue
New York New York 10017
UNITED STATES OF AMERICA

Dated: 24 March 2006


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